

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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:
In re : **Chapter 11**
:
ALL YEAR HOLDINGS LIMITED, : **Case No. 21-12051 (MG)**
:
Debtor. :
:
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**ORDER PURSUANT TO 11 U.S.C. § 105 AND FED. R. BANKR. P. 9019
APPROVING PARENT DEBTOR’S SETTLEMENT AGREEMENT
WITH EGM PLAN ADMINISTRATOR AND MREF REIT LENDER 9 LLC**

Upon the motion (the “**Motion**”)¹ of All Year Holdings Limited, as debtor and debtor in possession in the above-captioned chapter 11 case (the “**Parent Debtor**”), pursuant to section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 9019(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking approval of that certain Settlement Agreement with the EGM Plan Administrator and with MREF REIT Lender 9 LLC, as attached to and as described more fully in the Motion; and the Court having jurisdiction and authority to decide the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a) and (b) and 1334(b), and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief sought in the Motion having been provided, and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the declaration filed in support thereof; and the Court having canvassed the issues and determined that

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the compromise and settlement as set forth in the Settlement Agreement fall within the range of reasonableness; and it appearing that the compromise and settlement as set forth in the Settlement Agreement are in the best interests of the Parent Debtor, its estate, its creditors, and all parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is granted to the extent set forth herein.
2. All objections, if any, to the Motion or the relief requested therein, are overruled with prejudice.
3. The Settlement Agreement be, and hereby is approved, and the Parent Debtor's entry into the Settlement Agreement and any ancillary agreements or documents required in connection therewith, is authorized and approved, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019.
4. The Parent Debtor is authorized to take all actions necessary to effectuate and consummate the Settlement Agreement including, without limitation, executing the Settlement Agreement and related documents on behalf of the Parent Debtor, and all such actions are approved.
5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated _____, 2022
New York, New York

THE HONORABLE MARTIN GLENN
CHIEF UNITED STATES BANKRUPTCY JUDGE